

Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:

Hearing Date:

Hearing Time:

VERIFICATION

Adam P. Kahn, deposes and says:

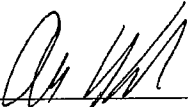
1. I am a Partner in the law firm of Foley Hoag LLP ("Foley Hoag").
2. I am personally aware of Foley Hoag's retention as special environmental counsel

to the Debtors and performed the work described in the attached Tenth Quarterly Fee

Application filed for the three (3) month period ending September 30, 2007 ("Application").

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed De. Bankr. L. R. 2016-2 and the Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professional and Official Committee Members signed April 14, 2002 and submit that the Application substantially complies with such Rule and Order.


Adam P. Kahn

SWORN TO AND SUBSCRIBED before me this 14th day of February, 2008.

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

On this 14th day of February, 2008, before me, the undersigned Notary Public, personally appeared the above-named Adam P. Kahn, proved to me by satisfactory evidence of identification, being (check whichever applies): ☐ driver's license or other state or federal governmental document bearing a photographic image, ☐ oath or affirmation of a credible witness known to me who knows the above signatory, or ☒ my own personal knowledge of the identity of the signatory, to be the person whose name is signed above, and acknowledged the foregoing to be signed by him/her voluntarily for its stated purpose.



JONATHAN ERIC BOOK
Notary Public
Commonwealth of Massachusetts
My Commission Expires
December 11, 2009



Notary Public
Printed Name: Jonathan Eric Book
My commission expires: 12-11-09

Exhibit B

Matter 51 - Daramic NOR

During this Tenth Application Period, the Firm assisted the Debtor in matters related to the Debtor's efforts to address a release at its former Daramic facility located at its property located in Acton, Massachusetts. Although this property is part of the federal Superfund site known as the Grace Acton Site, the specific release being addressed under this matter was discrete and separate from the issues that caused the property to be listed as a Superfund Site. State and federal agencies thus agreed that this discrete spill from Grace's Daramic operations could be addressed under the supervision of the Massachusetts Department of Environmental Protection ("MassDEP"), pursuant to the Massachusetts Contingency Plan ("MCP"), rather than as part of the federal Superfund cleanup.

Nonetheless, the presence of the Daramic site within the federal Superfund site creates a need for coordination of the two cleanups. In particular, the Daramic cleanup included recording of a notice on the property deed concerning the presence of residual contamination. This deed notice will have to be coordinated with the imposition of institutional controls, including potentially deed notices, on the overall Grace Acton property in connection with the federal Superfund cleanup. During the Tenth Application Period, the Firm advised the Debtor concerning the deed notice, as well as the preparation of the final reports documenting the performance of the cleanup with respect to the Daramic spill.

This work is complex and requires an in-depth knowledge of the history of the Debtor's cleanup of the Grace Acton Site, the facts of the Daramic spill, and the intersection of the federal and state regulatory regimes. The Firm's efforts on these matters have benefited and will benefit the Debtor's bankruptcy estate, because the legal analysis provided is critical to allowing the Debtor to close out its obligations with respect to the Daramic release.

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$510.00	5.6	\$ 2,856.00
Jacob N. Polatin	Partner	Real Estate	\$510.00	0.2	\$ 102.00
TOTAL				5.8	\$ 2,958.00

Matter 101 - Bankruptcy Matters

This matter covers preparation of monthly and interim fee applications, as well as the Firm's efforts to obtain Court cost authorization for the Firm to serve as special environmental counsel to Debtor. Foley Hoag's ordinary practice is to exercise billing discretion prior to submitting invoices, and it has done so with respect to each of the invoices it submitted during the Interim Period. To date, none of the interested parties objected to payment on account of any portion of any of those invoices, although they were entitled to do so.

The Firm's application-preparation fee is reasonable in light of the nature and magnitude of the effort involved. For each of those matters, as required by the Local Rules, the Firm submitted detailed billing summaries, and its attorneys prepared narrative descriptions of the work performed.

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$510.00	1.1	\$ 561.00
Elizabeth A. Rice	Paralegal	Bankruptcy	\$210.00	2.5	\$ 525.00
TOTAL				3.6	\$ 1,086.00

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass

During this Tenth Application Period, the Firm assisted the Debtor in matters related to the federal Superfund site known as the Blackburn and Union Privileges Superfund Site, in Walpole, Massachusetts. The site has been in industrial use for several hundred years. From approximately 1915 to 1935, it was operated by Multibestos Company, which manufactured products containing asbestos. The stock of Multibestos was purchased by Dewey & Almy in or about 1930. The Debtor purchased the stock of Dewey & Almy in 1954.

The Debtor and other potentially responsible parties have been working with EPA and MassDEP since 1988. In 1992 and 1993, the Debtor performed a cleanup at the Site with respect to asbestos, though other contamination remained. The Site was added to the federal National Priorities List in 1994. the Debtor received a Notice of Potential Liability from EPA in 1998 and a "Special Notice of Responsibility" in 1999. Also in 1999, the Debtor entered into an administrative order with EPA and the Kendall Company, another potentially responsible party. In the order, the Debtor and Kendall each agreed to pay 50% of the costs for performance of the Remedial Investigation / Feasibility Study ("RI/FS") for the Site. After the Debtor filed for reorganization, the Kendall Company continued the RI/FS work without financial participation from the Debtor.

In 2006, EPA announced that it was revisiting the potential risks posed by the presence of asbestos at the Site, including areas with concentrations of asbestos greater than 0.25%, even though the original cleanup was based on a concentration of 1%. EPA has recently indicated that there may be several additional areas of the Site that require remediation for asbestos.

The Firm has assisted the Debtor in analyzing its continuing potential liability for the presence of asbestos, its obligations under agreements entered into prior to the filing for reorganization, and how this Site should be addressed in the context of broader negotiations with EPA over multiple sites. During this period, the Firm also assisted the Debtor by providing legal review of issues relating to the allocation of responsibility for cleanup costs between the Debtor and Kendall. The Firm also provided assistance in developing a proposal to settle Kendall's proof of claim regarding the Site and participated in settlement discussions with Kendall representatives.

This work is complex and requires an in-depth knowledge of the Superfund law, and applicable regulations governing the cleanup of asbestos. The Firm's efforts on these matters have benefited and will benefit the Debtor's bankruptcy estate, because the legal analysis provided is critical to an effective response to EPA's potential request that more cleanup be performed with respect to asbestos.

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$510.00	44.9	\$ 22,899.00
Amy Frazier	Associate	Environmental	\$285.00	139.7	\$19,469.00*
TOTAL				184.6	\$ 42,368.00

*The fees for this associate have been reduced by \$20,345.50 during the Tenth Quarterly Fee Application. The amount shown is the net fees for which reimbursement is sought.

Exhibit C

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF OCTOBER 1, 2007 THROUGH OCTOBER 31, 2007**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 51 - Daramic NOR**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$510.00	4.3	\$2,193.00
Jacob N. Polatin	Partner	Real Estate	\$510.00	0.2	\$ 102.00
TOTAL				4.5	\$2,295.00



**FOLEY
HOAG** LLP
ATTORNEYS AT LAW

Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Company

November 28, 2007
Invoice No.: 402697
Matter No.: 08743.00051

Re: Daramic NOR

For Professional Services rendered through October 31, 2007

Fees \$2,295.00

Total Fees and Disbursements \$2,295.00

Matter No.: 08743.00051
Re: Daramic NOR

Invoice No.: 402697
November 28, 2007
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
10/01/07	Jaffe	Review, revise, revised draft response action outcome statement and emails with team regarding same (1.6).	1.6
10/09/07	Jaffe	Review, revise draft public notice letter and draft Q&A and emails with team regarding same (1.6).	1.6
10/22/07	Jaffe	Review, revise, draft public presentation and email to team regarding same (1.1).	1.1
10/29/07	Polatin	Review plan regarding location of Restricted Area (0.1); telephone conference with S. Jaffe (0.1).	0.2
Total Hours			4.5

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Matter No.: 08743.00051
Re: Daramic NOR

Invoice No.: 402697
November 28, 2007
Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	
Polatin	0.2	
Jaffe	4.3	
Total Fees		\$2,295.00
Total Fees		\$2,295.00
Total Fees and Disbursements		<u>\$2,295.00</u>

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**FOLEY
HOAG** LLP
ATTORNEYS AT LAW

Adam P. Kahn
617-832-1206
Boston

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W.R. Grace & Company

November 28, 2007
Invoice No.: 402697
Matter No.: 08743.00051

Re: Daramic NOR

Total Fees and Disbursements

\$2,295.00

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Fed-Ex Remittance Address:

Foley Hoag LLP
Box 83176
100 Maple Street
Stoneham, MA 02180-3125

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00051, Invoice #: 402697
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Matter 101 - Bankruptcy Matters**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$510.00	1.1	\$561.00
Elizabeth Rice	Paralegal	Bankruptcy	\$210.00	1.0	\$210.00
TOTAL				2.1	\$771.00

Expenses

Description	Total
Photocopies	\$ 27.36
TOTAL	\$ 27.36



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

November 28, 2007
Invoice No.: 402698
Matter No.: 08743.00101

Re: Bankruptcy Matters

For Professional Services rendered through October 31, 2007

Fees	\$771.00
Disbursements	<u>27.36</u>
Total Fees and Disbursements	<u>\$798.36</u>

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 402698
November 28, 2007
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
10/29/07	Rice	Emails to L. Oberholz regarding certificate of no objection (0.2).	0.2
10/30/07	Rice	Review, revise and forward monthly fee application to L. Obermeyer; attention to quarterly fee application (0.8).	0.8
10/31/07	Jaffe	Draft quarterly billing summaries (1.1).	1.1
Total Hours			2.1

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Matter No.: 08743.00101
 Re: Bankruptcy Matters

Invoice No.: 402698
 November 28, 2007
 Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	
Rice	1.0	
Jaffe	1.1	
Total Fees		\$771.00

Disbursement Summary

<u>Date</u>		<u>Amount</u>
10/31/07	In-House Photocopying	27.36
	Total Disbursements	\$27.36

Total Fees	\$771.00
Total Disbursements	27.36
Total Fees and Disbursements	<u>\$798.36</u>

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**FOLEY
HOAG** LLP
ATTORNEYS AT LAW

Adam P. Kahn
617-832-1206
Boston

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W.R. Grace & Co.

November 28, 2007
Invoice No.: 402698
Matter No.: 08743.00101

Re: Bankruptcy Matters

Total Fees and Disbursements

\$798.36

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Fed-Ex Remittance Address:

Foley Hoag LLP
Box 83176
100 Maple Street
Stoneham, MA 02180-3125

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00101, Invoice #: 402698
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$510.00	25.9	\$13,209.00
Amy E. Frazier	Associate	Administrative	\$285.00	22.7	\$4,469.50*
TOTAL				48.6	\$17,678.50

*The fees for this associate have been reduced by \$2,000.00 during the Fee Period.

Expenses

Description	Total
Telephone	\$ 5.25
TOTAL	\$ 5.25



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

November 28, 2007
Invoice No.: 402699
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through October 31, 2007

Fees	\$17,678.50
Disbursements	<u>5.25</u>
Total Fees and Disbursements	<u>\$17,683.75</u>

Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 402699

November 28, 2007

Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
10/03/07	Jaffe	Review issues related to filling wetlands under Superfund cleanups and telephone call with Mr. Campbell regarding same (1.6).	1.6
10/04/07	Jaffe	Review Acton ROD regarding filling wetlands and emails with team and telephone call with Ms. Johns regarding same (1.7).	1.7
10/05/07	Jaffe	Telephone call with Ms. Johns and emails with team regarding wetlands filling issues (0.6).	0.6
10/09/07	Jaffe	Review feasibility study regarding wetlands filling and emails with Grace and Covidien regarding same (2.3).	2.3
10/10/07	Jaffe	Emails with Mr. Campbell and Ms. Duff regarding feasibility study issues (0.4).	0.4
10/11/07	Jaffe	Review draft feasibility study materials (0.6).	0.6
10/12/07	Jaffe	Review draft feasibility study materials (1.2).	1.2
10/15/07	Jaffe	Review, revise, revised draft feasibility study and emails with team regarding same (3.3).	3.3
10/16/07	Jaffe	Review, revise draft Feasibility Study, including executive summary and conclusions and emails and telephone calls with Mr. Bucens regarding same (3.9).	3.9
10/18/07	Jaffe	Telephone call with Ms. Duff regarding intersection of bankruptcy process and Walpole site settlement (0.7); telephone conference with Ms. Duff and Covidien representatives regarding same and preparation for same (1.2); review, revise, revised draft letter to EPA regarding feasibility study (0.4).	2.3
10/23/07	Jaffe	Telephone call with Ms. Duff regarding Campbell letter to EPA and Covidien allocation issues (0.4); review final draft feasibility study (0.8); review allocation issues (0.9).	2.1
10/24/07	Jaffe	Email to Mr. Bucens regarding asbestos issues (0.7); review allocation issues (0.4).	1.1
10/26/07	Frazier	Attend meeting to discuss and research regarding when owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (6.6).	6.6
10/26/07	Jaffe	Emails with Mr. Bucens regarding asbestos analytical	1.5

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Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 402699

November 28, 2007

Page 3

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
		issues (0.2); review documents and research regarding allocation issues (1.3).	
10/29/07	Jaffe	Review allocation issues (1.4).	1.4
10/29/07	Frazier	Research whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (3.4).	3.4
10/30/07	Frazier	Research whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (8.1).	8.1
10/30/07	Jaffe	Emails with team regarding asbestos issue (0.9); review remedial investigation response to comments and letter to EPA regarding same and emails with team regarding same (0.4).	1.3
10/31/07	Frazier	Research and draft memorandum regarding whether owners and operators of Superfund sites are liable for actions or omissions that result in hazardous substances, deposited on the site by a different party, migrating and causing additional damage (4.6).	4.6
10/31/07	Jaffe	Telephone call with Ms. Duff regarding asbestos issue and allocation issues (0.6).	0.6
Total Hours			48.6

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Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 402699

November 28, 2007

Page 4

TIMEKEEPER SUMMARY**Timekeeper****Hours**

Frazier

22.7

Jaffe

25.9

Total Fees**\$17,678.50****Disbursement Summary****Date**

10/31/07

Telephone

Amount

5.25

Total Disbursements**\$5.25****Total Fees****\$17,678.50****Total Disbursements****5.25****Total Fees and Disbursements****\$17,683.75**

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**FOLEY
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Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Total Fees and Disbursements

\$17,683.75

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Woburn, MA 01813-3176

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Stoneham, MA 02180-3125

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Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00102, Invoice #: 402699
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Exhibit D

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FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

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(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

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PERIOD OF NOVEMBER 1, 2007 THROUGH NOVEMBER 30, 2007**

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Matter 51 - Daramic NOR**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$510.00	0.5	\$255.00
TOTAL				0.5	\$255.00

Expenses

Description	Total
Photocopies	\$ 1.32
Filing & Recording Fees	\$ 75.00
TOTAL	\$ 76.32



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Company

February 11, 2008
Invoice No.: 407335
Matter No.: 08743.00051

Re: Daramic NOR

For Professional Services rendered through November 30, 2007

Fees	\$255.00
Disbursements	<u>76.32</u>
Total Fees and Disbursements	<u>\$331.32</u>

Matter No.: 08743.00051
Re: Daramic NOR

Invoice No.: 407335
February 11, 2008
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
11/06/07	Jaffe	Emails with team regarding RAO issues (0.5).	0.5
		Total Hours	0.5

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Matter No.: 08743.00051
Re: Daramic NOR

Invoice No.: 407335
February 11, 2008
Page 3

TIMEKEEPER SUMMARY

Timekeeper
Jaffe

Hours
0.5

Total Fees **\$255.00**

Disbursement Summary

<u>Date</u>		<u>Amount</u>
11/30/07	In-House Photocopying	1.32
11/30/07	Filing & Recording Fees	75.00
	Total Disbursements	\$76.32

Total Fees	\$255.00
Total Disbursements	<u>76.32</u>
Total Fees and Disbursements	<u>\$331.32</u>

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**FOLEY
HOAG** LLP
ATTORNEYS AT LAW

Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

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W.R. Grace & Company

February 11, 2008
Invoice No.: 407335
Matter No.: 08743.00051

Re: Daramic NOR

Total Fees and Disbursements

\$331.32

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Fed-Ex Remittance Address:

Foley Hoag LLP
Box 83176
100 Maple Street
Stoneham, MA 02180-3125

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00051, **Invoice #:** 407335
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Matter 101 - Bankruptcy Matters**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Elizabeth Rice	Paralegal	Bankruptcy	\$210.00	1.5	\$315.00
TOTAL				1.5	\$315.00

Expenses

Description	Total
Photocopies	\$ 35.28
TOTAL	\$ 35.28



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

February 11, 2008
Invoice No.: 407337
Matter No.: 08743.00101

Re: Bankruptcy Matters

For Professional Services rendered through November 30, 2007

Fees	\$315.00
Disbursements	<u>35.28</u>
Total Fees and Disbursements	<u>\$350.28</u>

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 407337
February 11, 2008
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
11/14/07	Rice	Attention to filing Quarterly Report.	1.0
11/28/07	Rice	Reviewed, revised and prepared fee application package for service.	0.5
Total Hours			1.5

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Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 407337
February 11, 2008
Page 3

TIMEKEEPER SUMMARY

Timekeeper
Rice

Hours
1.5

Total Fees **\$315.00**

Disbursement Summary

<u>Date</u>		<u>Amount</u>
11/30/07	In-House Photocopying	35.28
	Total Disbursements	\$35.28

Total Fees	\$315.00
Total Disbursements	35.28
Total Fees and Disbursements	<u>\$350.28</u>

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Adam P. Kahn
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W.R. Grace & Co.

February 11, 2008
Invoice No.: 407337
Matter No.: 08743.00101

Re: Bankruptcy Matters

Total Fees and Disbursements

\$350.28

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Reference
Information:

Client/Matter #: 08743.00101, Invoice #: 407337
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$510.00	7.0	\$3,570.00
Amy E. Frazier	Associate	Administrative	\$285.00	98.3	\$12,515.00*
TOTAL				105.3	\$16,085.00

*The fees for this associate have been reduced by \$15,500.50 during the Fee Period.

Expenses

Description	Total
Computer Research, Lexis	\$4,275.25
Computer Research, Westlaw	\$950.50
TOTAL	\$5,225.75



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

February 11, 2008
Invoice No.: 407336
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through November 30, 2007

Fees	\$31,585.50
Less Discount	<u>(15,500.50)</u>
Total Fees	\$16,085.00
 Fees	 \$16,085.00
Disbursements	<u>5,225.75</u>
 Total Fees and Disbursements	 <u><u>\$21,310.75</u></u>

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
11/02/07	Jaffe	Emails with team regarding asbestos issue (0.4); review allocation issues (0.8).	1.2
11/08/07	Frazier	Research whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (8.8).	8.8
11/09/07	Frazier	Research whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (5.0); attend client conference call regarding possible cost allocation issues (1.8).	6.8
11/09/07	Jaffe	Office conference with A. Frazier and telephone conference with clients regarding allocation issues and preparation for same (1.8).	1.8
11/12/07	Frazier	Research whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (4.9); draft memorandum regarding same (1.2).	6.1
11/13/07	Frazier	Draft memorandum of law regarding whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (9.7).	9.7
11/14/07	Frazier	Update research regarding whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (2.0); continue drafting memorandum regarding same (2.1).	4.1
11/15/07	Frazier	Update research regarding whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (2.0); continue drafting memorandum regarding same (2.2).	4.2
11/16/07	Frazier	Update research regarding whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (1.0); continue drafting	6.0

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
		memorandum regarding same (5.0).	
11/19/07	Frazier	Update research regarding whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (3.9); continue drafting memorandum regarding same (4.4).	8.3
11/20/07	Frazier	Update research regarding whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (1.0); continue drafting memorandum regarding same (3.2).	4.2
11/21/07	Frazier	Update research regarding whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (1.0); continue drafting memorandum regarding same (5.7).	6.7
11/26/07	Jaffe	Review allocation issues (0.7).	0.7
11/26/07	Frazier	Continue drafting memorandum regarding whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (4.1).	4.1
11/27/07	Frazier	Continue drafting memorandum regarding whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (4.6).	4.6
11/27/07	Jaffe	Review Mr. Bucens allocation projections (0.4); email to team regarding same (0.3).	0.7
11/28/07	Frazier	Finalize memorandum regarding whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (12.3).	12.3
11/29/07	Jaffe	Emails with team and with Covidien regarding 12/5/07 meeting (0.8).	0.8
11/29/07	Frazier	Finalize memorandum regarding whether owners and operators of Superfund sites are liable for actions or omissions that cause hazardous substances, deposited on the site by a different party, to migrate and cause additional damage (4.7).	4.7

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
11/30/07	Frazier	Participate in conference call regarding past and future cost allocation between Covidien and Grace (1.8); research instances and fact patterns where court imposed per capita allocation (5.9).	7.7
11/30/07	Jaffe	Pre-meeting call regarding Covidien negotiations and preparing for same (1.8).	1.8
Total Hours			105.3

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TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>
Frazier	98.3
Jaffe	7.0

Total Fees	\$16,085.00
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Fees	\$31,585.50
Less Discount	<u>(15,500.50)</u>
Total Fees	\$16,085.00

Disbursement Summary

<u>Date</u>		<u>Amount</u>
11/30/07	Computer Research, Lexis	4,275.25
11/30/07	Computer Research, Westlaw	950.50

Total Disbursements	\$5,225.75
----------------------------	-------------------

Total Fees	\$16,085.00
Total Disbursements	<u>5,225.75</u>
Total Fees and Disbursements	<u>\$21,310.75</u>

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**FOLEY
HOAG** LLP
ATTORNEYS AT LAW

Adam P. Kahn
617-832-1206
Boston

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W.R. Grace & Co.

February 11, 2008
Invoice No.: 407336
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Total Fees and Disbursements

\$21,310.75

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Fed-Ex Remittance Address:

Foley Hoag LLP
Box 83176
100 Maple Street
Stoneham, MA 02180-3125

Federal Tax ID : 04-2150535

Wire Instructions:

Citizens Bank
1 Citizens Drive
Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00102, Invoice #: 407336

Billing Attorney: Adam P. Kahn

Wire Originator: W.R. Grace & Company

Exhibit E

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF DECEMBER 1, 2007 THROUGH DECEMBER 31, 2007**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 51 - Daramic NOR**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$510.00	0.8	\$408.00
TOTAL				0.5	\$408.00

Expenses

Description	Total
Express Delivery	\$ 8.45
TOTAL	\$ 8.45



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Company

February 11, 2008
Invoice No.: 407354
Matter No.: 08743.00051

Re: Daramic NOR

For Professional Services rendered through December 31, 2007

Fees	\$408.00
Disbursements	<u>8.45</u>
Total Fees and Disbursements	<u>\$416.45</u>

Matter No.: 08743.00051
Re: Daramic NOR

Invoice No.: 407354
February 11, 2008
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
12/07/07	Jaffe	Review returned deed notice and letter to Mr. Bucens regarding same (0.3).	0.3
12/10/07	Jaffe	Review draft PIP notice letter; emails with team (0.2).	0.2
12/20/07	Jaffe	Emails with Mr. Bucens regarding audit (0.3).	0.3
Total Hours			0.8

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Matter No.: 08743.00051
Re: Daramic NOR

Invoice No.: 407354
February 11, 2008
Page 3

TIMEKEEPER SUMMARY

Timekeeper
Jaffe

Hours
0.8

Total Fees **\$408.00**

Disbursement Summary

Date
12/31/07

Express Delivery

Amount
8.45

Total Disbursements **\$8.45**

Total Fees **\$408.00**
Total Disbursements **8.45**
Total Fees and Disbursements **\$416.45**

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**FOLEY
HOAG** LLP
ATTORNEYS AT LAW

Adam P. Kahn
617-832-1206
Boston

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W.R. Grace & Company

February 11, 2008
Invoice No.: 407354
Matter No.: 08743.00051

Re: Daramic NOR

Total Fees and Disbursements

\$416.45

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Fed-Ex Remittance Address:

Foley Hoag LLP
Box 83176
100 Maple Street
Stoneham, MA 02180-3125

Federal Tax ID : 04-2150535

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Providence, RI 02915

ABA: 011500120

Swift #: CTZIUS33

Account # 1133945993

Beneficiary: Foley Hoag LLP – Wire Receipt
Account

Reference
Information:

Client/Matter #: 08743.00051, Invoice #: 407354

Billing Attorney: Adam P. Kahn

Wire Originator: W.R. Grace & Company

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$510.00	12.0	\$6,120.00
Amy E. Frazier	Associate	Administrative	\$285.00	18.7	\$2,484.50*
TOTAL				30.7	\$8,604.50

*The fees for this associate have been reduced by \$2,845.00 during the Fee Period.

Expenses

Description	Total
Telephone	\$9.80
Outside Professional Fees	\$50.00
Meals	\$45.00
Computer Research, Lexis	\$650.25
Computer Research, Westlaw	\$22.25
TOTAL	\$777.30



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

February 11, 2008
Invoice No.: 407355
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through December 31, 2007

Fees	\$11,449.50
Less Discount	<u>(2,845.00)</u>
Total Fees	\$8,604.50
 Fees	 \$8,604.50
Disbursements	<u>777.30</u>
 Total Fees and Disbursements	 <u>\$9,381.80</u>

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
12/03/07	Frazier	Research whether a court would likely allocate response costs between Covidien and Grace based on a per capita, or similar, method (2.0); outline answer (1.5).	3.8
12/03/07	Jaffe	Emails with Mr. Campbell and client team regarding 12/5/07 meeting (0.6).	0.6
12/04/07	Frazier	Research whether a court would likely allocate response costs between Covidien and Grace based on a per capita, or similar, method (2.0); draft memo regarding the same (2.7).	4.7
12/04/07	Jaffe	Prepare for 12/5 meeting (1.2).	1.2
12/05/07	Frazier	Draft memo discussing whether a court would likely allocate response costs between Covidien and Grace based on a per capita, or similar, method (7.2).	7.2
12/05/07	Jaffe	Meeting with Covidien and preparing for same (3.8).	3.8
12/06/07	Frazier	Finalize memorandum discussing whether a court would likely allocate response costs between Covidien and Grace based on a per capita, or similar, method (2.0); outline answer (1.0).	3.0
12/07/07	Jaffe	Telephone call with Mr. Campbell regarding municipal liability (0.4).	0.4
12/11/07	Jaffe	Emails regarding next meeting (0.2); review municipal liability (0.3).	0.5
12/17/07	Jaffe	Emails with team (0.3).	0.3
12/18/07	Jaffe	Telephone conference with Grace and Covidien and prepare for same (1.2); telephone conference with Grace (0.3); review EPA invoices (0.3).	1.8
12/19/07	Jaffe	Review EPA oversight bills and drafting email to Covidien regarding EPA bills and emails with team regarding same (2.1).	2.1
12/20/07	Jaffe	Review, revise, revised draft email to Covidien and emails with team regarding same (0.6); emails with team regarding EPA asbestos study (0.2).	0.8
12/27/07	Jaffe	Emails with Mr. Campbell and with team regarding Covidien settlement (0.5).	0.5
Total Hours			30.7

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TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	
Frazier	18.7	
Jaffe	12.0	
Total Fees		\$8,604.50
Fees		\$11,449.50
Less Discount		<u>(2,845.00)</u>
Total Fees		\$8,604.50

Disbursement Summary

<u>Date</u>		<u>Amount</u>
12/31/07	Telephone	9.80
12/31/07	Outside Professional Fees	50.00
12/31/07	Meals	45.00
12/31/07	Computer Research, Lexis	650.25
12/31/07	Computer Research, Westlaw	22.25
Total Disbursements		\$777.30
Total Fees		\$8,604.50
Total Disbursements		<u>777.30</u>
Total Fees and Disbursements		<u>\$9,381.80</u>

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**FOLEY
HOAG** LLP
ATTORNEYS AT LAW

Adam P. Kahn
617-832-1206
Boston

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W.R. Grace & Co.

February 11, 2008
Invoice No.: 407355
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Total Fees and Disbursements

\$9,381.80

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Billing Attorney: Adam P. Kahn

Wire Originator: W.R. Grace & Company